owned by him, which was attached in another proceeding, and to secure bail in that proceeding. The defendant showed that it was also the stockholder's purpose to gather material for bringing annoying suits against the corporation, so that the members of the corporation would buy his shares of stock at a price agreeable to him. *Held,* mandamus refused. *State ex rel. Linihan* v. *United Brokerage Co.* (Del.), 101 Atl. 433.

It is a general rule of corporation law that stockholders have the right to inspect the corporate books and records for proper purposes and at proper times, since they are the common property of all the stockholders. *Commonwealth* v. *Phoenix Iron Co.,* 105 Pa. St. 111; *Re Steinway,* 159 N. Y. 250, 45 L. R. A. 461. Although a corporation is a legal entity, a stockholder has property therein and is entitled to see that his property is well managed. *Cockburn* v. *Union Bank,* 13 La. Ann. 289. But the right will be denied when it is demanded for an improper purpose. *People* v. *Lake Shore, etc., R. Co.,* 11 Hun. (N. Y.) 1. Sound discretion should be exercised to determine whether the stockholder has a reasonable and proper purpose. *Varney* v. *Baker,* 194 Mass. 239, 80 N. E. 524. Thus it has been held that even a director of a corporation has no right to examine its letter files for the purpose of gathering information for a new and rival corporation, in which he is interested. *Hemingway* v. *Hemingway,* 58 Conn. 443, 19 Atl. 766. The interests of the other stockholders must not be overlooked, so it has been held that the right of inspection will be refused if the purpose of the petitioning stockholder is to destroy the corporation. *In re Coats,* 73 App. Div. 176, 76 N. Y. Supp. 730.

The fact that the petitioner is on bad terms with the officers of the corporation is no ground for refusing the right of inspection. *Huyler* v. *Cragin Cattle Co.,* 40 N. J. Eq. 392, 2 Atl. 274. Nor is the mere fact that the stockholder also owns stock in a rival corporation grounds for refusal of the right, if his purpose is reasonable. *Furst* v. *Rawleigh,* 154 Ill. App. 522; *Hodder* v. *George Hogg Co.,* 223 Pa. 196, 72 Atl. 553.

There are statutes in some States granting this right absolutely to a stockholder. It is generally held under these statutes that a bona fide stockholder may inspect the books of the corporation regardless of his motive. *Kimball* v. *Dern,* 39 Utah 184, 116 Pac. 28.

CORPORATION—SERVICE OF PROCESS ON FOREIGN CORPORATION—RESIDENT DIRECTOR.—The plaintiff in error was a corporation chartered in Ohio, and carried on its principal business there. In 1901, it entered into certain transactions by which it assumed the obligation to pay in New York certain bonds with coupons annexed thereto. About five years later, default having been made, suit was brought in New York against the corporation, and service of process was made on a director and the vice-president, who resided in New York. The above transaction was the only business done by the plaintiff in New York. *Held,* service of process invalid. *Toledo Railways & Light Co.* v. *Hill,* 37 Sup. Ct. 591. See NOTES, p. 59.

FALSE IMPRISONMENT—ARREST WITHOUT WARRANT—JUSTIFICATION OF PRIVATE CITIZEN.—The plaintiff was arrested without a warrant by two

officers at the direction of the defendant, a private individual, who believed that the plaintiff was violating a city ordinance. The plaintiff was acquitted of the charge and brought this action for false imprisonment. There was evidence in the trial that the defendant acted in good faith and with probable cause. *Held*, defendant is liable. *Leve* v. *Putting* (Mo.), 196 S. W. 1060.

It is well settled that if a private citizen, without a warrant, instigates, directs or procures an unlawful arrest, he is liable in an action for false imprisonment even though he did not actually make the arrest himself. *McGarrahan* v. *Lavers*, 15 R. I. 302, 3 Atl. 592; *McAleer* v. *Good*, 216 Pa. 473, 65 Atl. 934, 10 L. R. A. (N. S.) 303.

When, however, the private citizen does not instigate or direct the arrest, but assists an officer in making it, there is some conflict as to the grounds of liability in case the arrest is unlawful. The courts agree that when a citizen is called by an officer to assist in an arrest, the citizen is justified if the officer is justified. *Kirby* v. *State*, 5 Tex. App. 60. There is also authority to the effect that if the arrest by the officer is unlawful, rendering him liable for false imprisonment, the citizen assisting him is also liable, regardless of the officer's apparent authority. *Elder* v. *Morrison*, 10 Wend. (N. Y.) 128, 25 Am. Dec. 548; *Vinton* v. *Weaver*, 41 Me. 430. But the view of the later and stronger cases is, that if the officer has the apparent authority to make the arrest the citizen assisting him is not liable should the arrest be unlawful. *McMahan* v. *Green*, 34 Vt. 69. Such a rule seems to be placed on the ground of public policy. *Firestone* v. *Rice*, 71 Mich. 377, 38 N. W. 885, 15 Am. St. Rep. 266. At all events, if the arrest is lawful at the time, but rendered unlawful *ab initio* by the officer's subsequent trespass, a citizen who assisted is not liable for false imprisonment. *Dehm* v. *Hinman*, 56 Conn. 320, 15 Atl. 741, 1 L. R. A. 374.

A private person can justify an arrest without a warrant for a felony only by proving that the felony has actually been committed and that he had reasonable and probable cause to suspect the party arrested of committing it. *Holley* v. *Mix*, 3 Wend. (N. Y.) 350, 20 Am. Dec. 702; *Brooks* v. *Commonwealth*, 61 Pa. St. 352. It has been held that if a citizen is present at the commission of a felony, it is his duty to arrest the felon. *Kennedy* v. *State*, 107 Ind. 144, 6 N. E. 305, 57 Am. Rep. 99. As to misdemeanors the rule is somewhat more strict. A private citizen cannot arrest for a misdemeanor, without a warrant, unless the misdemeanor was actually committed in his presence. *Ross* v. *Leggett*, 61 Mich. 445, 28 N. W. 695, 1 Am. St. Rep. 608; *Delegal* v. *State*, 109 Ga. 518, 35 S. E. 105.

The fact that a citizen acts in good faith and with probable cause in arresting for a misdemeanor without a warrant is no defense to an action for false imprisonment. *Palmer* v. *Maine Central R. Co.*, 92 Me. 399, 42 Atl. 800, 69 Am. St. Rep. 513, 44 L. R. A. 673. It is even held that in an action for false imprisonment, malice and want of probable cause on the part of the defendant do not have to be averred in the plaintiff's declaration. *Sundmacher* v. *Block*, 39 Ill. App. 553. The only defense is the actual guilt of the person arrested. *Pandjiris* v. *Hartman*, 196 Mo. 539, 94 S. W. 270; *Palmer* v. *Maine Central R. R. Co.*, *supra*. It

seems, however, that evidence of good faith and probable cause is admissible in mitigation of damages. *Rogers* v. *Toliver,* 139 Ga. 281, 77 S. E. 28, Ann. Cas. 1914A, 1017.

HUSBAND AND WIFE—FRAUDULENT CONVEYANCES—BURDEN OF PROOF.—A deed from a third person conveying land to the wife of an insolvent husband was unrecorded. The creditors of the insolvent husband sought to have the conveyance set aside as fraudulent. *Held,* the burden of proving fraud is on the creditors. *Southern States Phosphate & Fertilizer Co.* v. *Weekly* (S. C.), 93 S. E. 190.

For a discussion of the principle involved, see full and excellent article by Mr. Bolling H. Handy, 4 VA. LAW REV. 208.

INTERSTATE COMMERCE—TELEGRAPHS—VALIDITY OF CONDITIONS LIMITING LIABILITY.—The defendant received a message at its office in Ohio to be transmitted by telegraph to the plaintiff in Missouri. This telegram, although unrepeated, was correctly transmitted, but through the negligence of the telegraph company it was not delivered until eleven days after the date of sending, whereby the plaintiff sustained a loss of certain fees and his position. On the back of the telegraph blank, on which the message was written, were the usual conditions limiting liability for mistakes or non-delivery of an unrepeated message to the charge of sending, and placing fifty dollars as the maximum recovery in any case, unless the sender in writing placed a higher value of the message. *Held,* the plaintiff is entitled to recover fifty dollars. *Jacobs* v. *Western Union Telegraph Co.* (Mo.), 196 S. W. 31.

The Federal Interstate Commerce Act, as amended by the "Hepburn Act" and the "Carmack Amendment," declares telegraph companies doing business between States to be common carriers within the meaning of that act. Interstate telegrams are, therefore, governed by the federal law as laid down by the federal courts to the exclusion of all state statutes and decisions. *Poor* v. *Western Union Telg. Co.* (Mo.), 196 S. W. 28; *Brown* v. *Western Union Telg. Co.,* 234 U. S. 542. It is a well-settled doctrine in the United States that the sendee of a telegram has a right of action against the company for negligent mistake or non-delivery. *Fererro* v. *Western Union Telg. Co.* (D. C.), 35 L. R. A. 548. But the claim must be presented within a reasonable time. *Russell* v. *Western Union Telg. Co.,* 17 Kan. 230, 45 Pac. 598. There is much dispute among the state courts regarding the ground upon which this action should be based. Some base it upon the breach of public duty owed by the telegraph company to correctly transmit and deliver all messages. *Western Union Telg. Co.* v. *Dubois,* 128 Ill. 248. Others base the claim on the contract between the company and the sender. *Western Union Telg. Co.* v. *Holder,* 117 Ark. 210, 174 S. W. 552.

The federal rule seems to be that the sendee cannot recover in an action of tort. The contract made with the sender is said to enure to the benefit of the sendee. *Sherril* v. *Western Union Tel. Co.* (N. C.), 14 S. E. 94. This rule does not recognize any principle of public policy